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**Bhutan Development Bank Limited**  
“Your Development Partner”

**Terms of Reference**

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|---|-------------------------|
| <b>Position Title</b>   | Company Secretary       |
| <b>Reporting</b>  | Chief Executive Officer |
| <p>The Company Secretary serves as the pivotal point for managing and coordinating the affairs of the Board. Acting as a crucial liaison between the company, its Board of Directors, shareholders, and regulatory authorities, the Company Secretary ensures adherence to board procedures, oversees governance practices, and maintains a professional relationship with the Board.</p>   |                         |
| <ol style="list-style-type: none"><li>1. The Chairman shall provide professional and administrative supervision for the functions of the Company Secretary to ensure independence in functioning.</li><li>2. Administrative support functions required by the Company Secretary and administrative issues such as work decorum, code of conduct, behavioral aspects, attendance in the office, shall be under the supervision of the Chief Executive Officer (CEO).</li><li>3. Ensure and support timely and necessary audits of the Corporate Governance of the Bank.</li><li>4. Responsible for supporting the Board, preparing and ensuring that Board agendas serve and reflects appropriate planning cycles, papers are received in advance and that the Board and its members are cognizant of their duties and responsibilities and for ensuring that the Bank operates in line with good governance practice and in compliance of all Acts, Rules and Regulations in force.</li><li>5. Responsible for ensuring that the organization has appropriate and up-to-date policies and procedures in line with good practice.</li><li>6. Prepare Board Meeting agenda in consultation with the Chairman and CEO of the Company.</li><li>7. Coordinate and attend Board Meetings as Secretary to the Board and Board sub-committees.</li><li>8. Draft, finalize and maintain record of the Board Meeting Minutes.</li><li>9. Communicate the Board decisions to the Management of the Company and report actions taken on important Board decisions to the next Board for additional directives/further deliberation/to update the status.</li><li>10. Payment of Board sitting fees and proper accounting.</li><li>11. Act as focal person to coordinate any Board related events.</li><li>12. Attend the Annual Audit Exit Meeting and provide among other things, access to statutory registers of the company and minutes of the Board Meetings and clarifications on the Board related compliance issues.</li><li>13. Meet the compliance requirements under the RMA Corporate Governance Rules and Regulations and MoF Corporate Governance rule.</li><li>14. Meet the statutory compliance requirements under the Companies Act and other relevant laws including renewal of business licenses and updating of other important documents required for Company’s business as a going concern from the regulatory authorities.</li><li>15. Act as custodian of the important documents of the Company including:<ul style="list-style-type: none"><li>• The Royal Charter</li><li>• Articles of Incorporation</li><li>• Certificate of Incorporation</li></ul></li></ol> |                         |